

6085-A
RECORDATION NO. _____

MAR 25 1974 -9 35 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT

THE TEXAS AND PACIFIC RAILWAY EQUIPMENT TRUST, SERIES BB
Equipment Trust Agreement Consisting of Agreement and
Lease of Railroad Equipment, dated April 1, 1971.
(Original I.C.C. Rec. No. 6085)

THIS SUPPLEMENTAL LEASE OF RAILROAD EQUIPMENT,
dated as of March 1, 1974, between CHEMICAL BANK, a New York
corporation, Trustee (hereinafter called the Trustee), and
THE TEXAS AND PACIFIC RAILWAY COMPANY, a corporation created
under Acts of Congress of the United States (hereinafter
called the Railroad):

WHEREAS, the Equipment Trust Agreement identified
in the caption hereof, originally entered into between the
Parties hereto as of the date specified in the caption hereof,
is now in effect between the Trustee and the Railroad, and
provides for the leasing by the Trustee to the Railroad of
certain Trust Equipment as defined and on the terms set forth
in said Equipment Trust Agreement; and

WHEREAS, there is now on deposit with the Trustee
\$201,809.09, representing the Fair Value (determined as provided
in the Equipment Trust Agreement) of Trust Equipment heretofore
destroyed or sold and released; and

WHEREAS, the Railroad desires to replace said Trust Equipment so destroyed or sold and released with new standard-gauge railroad Equipment of substantially as good material and construction and of value (determined as provided in the Equipment Trust Agreement) at least equal to the Fair Value of the Trust Equipment so destroyed or sold and released, and has requested and herewith requests the Trustee to apply the amount so deposited and any other available Deposited Cash or Replacement Funds (to the extent necessary) to or toward the purchase of replacement Trust Equipment as hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and pursuant to the terms of the Lease, the parties agree:

1. The Trust Equipment as defined and described in the Lease included in said Equipment Trust shall include the following new standard-gauge railroad Equipment:

<u>No. of Units</u>	<u>Description</u>	<u>Est. Cost and Fair Value</u>
4	86' 6" High Cube Box Cars, numbered TP 274507-274510, both incl.	\$139,104.00

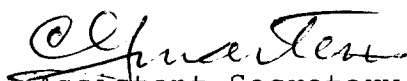
which railroad Equipment shall hereafter constitute and be a part of the Trust Equipment of the Equipment Trust referred to herein, as fully and completely as though it had been part of

the original Trust Equipment and subject to all the terms and conditions of said Equipment Trust.

2. This Supplemental Lease is subject to all the terms, covenants, provisions and conditions of the Equipment Trust referred to in the caption hereof, and shall be binding upon the parties hereto, their respective successors and assigns.

IN WITNESS WHEREOF, the Trustee and the Railroad have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals to be hereto affixed, duly attested, as of the day and year first above written.


ATTEST:


Assistant Secretary

[Corporate Seal]

CHEMICAL BANK

By


Vice President

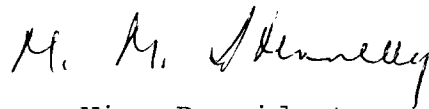
ATTEST:


Assistant Secretary

[Corporate Seal]


THE TEXAS AND PACIFIC RAILWAY COMPANY

By


Vice President

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 21st day of March, 1974, before me personally appeared M. F. Badami, to me personally known, who being by me duly sworn, says that he is a Vice President of CHEMICAL BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

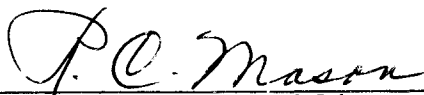


Notary Public
JOHN L. BERVAR
Notary Public, State of New York
No. 41-5803890
Qualified in Queens County
Cert. filed in New York County
Term Expires March 30, 1974

STATE OF MISSOURI)
) ss.
CITY OF ST. LOUIS)

On this 14th day of March, 1974, before me personally appeared M. M. Hennelly, to me personally known, who, being by me duly sworn, says that he is a Vice President of THE TEXAS AND PACIFIC RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires September 28, 1974.



Notary Public.
P. C. MASON
NOTARY PUBLIC, CITY OF ST. LOUIS, MO.